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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult a stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Powerleader Science & Technology Group Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**宝德科技集团股份有限公司**

**POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8236)**

**RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF AGM**

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A notice dated 29 April 2015 convening the AGM to be held at 4th Floor, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC on 16 June 2015 at 2:00 p.m. is set out on pages N-1 to N-2 of this circular.

Whether or not you intend to attend the AGM, you are reminded to complete the proxy form enclosed with this circular, in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered office at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or any adjourned meeting if you so wish.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip and return the signed slip in accordance with the instructions printed thereon.

\* *For identification purpose only*

29 April 2015

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from its date of publication and the Company’s website at [www.powerleader.com.cn](http://www.powerleader.com.cn).

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at 4th Floor, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC on 16 June 2015 at 2:00 p.m.
“Board”	the board of Directors
“Company”	宝德科技集团股份有限公司 (Powerleader Science & Technology Group Limited*), a joint stock limited company incorporated in the PRC with limited liability and whose H Shares are currently listed on the GEM
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary shares of RMB1.00 each issued by the Company, which are subscribed for or credited as fully paid up in RMB, and all of such shares are not listed on the Stock Exchange
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the overseas listed foreign invested ordinary shares of RMB1.00 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars
“HKFRS”	Hong Kong Financial Reporting Standards
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	holders of the Shares, including holders of the Domestic Shares and the H Shares, unless specified otherwise
“Shares”	the shares of RMB1.00 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

\* *For identification purpose only*



宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8236)

*Executive Directors*

Ms. Zhang Yunxia (*Chairman*)

Mr. Dong Weiping (*Chief Executive Officer*)

Mr. Ma Zhumao

*Non-executive Directors*

Mr. Li Ruijie

Mr. Sun Wei

Mr. Li Donglei

*Independent Non-executive Directors*

Mr. Jiang Baijun

Dr. Guo Wanda

Mr. Chan Shiu Yuen Sammy

*Registered office*

Room 43A, 43rd Floor, Block C

Electronics Science & Technology Building

Shennan Road Central

Futian District

Shenzhen

The PRC

*Principal place of business in Hong Kong*

Unit 105, 1/F

Sunbeam Centre

27 Shing Yip Street

Kwun Tong

Kowloon

29 April 2015

*To the Shareholders*

Dear Sir or Madam,

**RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF AGM**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for, among other things, the re-appointment of auditors, and to seek for your approval in respect thereof.

**2. RE-APPOINTMENT OF AUDITORS**

Given that the place of incorporation/business operations of the majority of the Company's subsidiaries are located in the PRC, the Board considers that an ordinary resolution will be proposed at the AGM to re-appoint ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普通合夥)) ("ShineWing China") as the auditors

\* For identification purpose only

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## LETTER FROM THE BOARD

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of the Company for the financial year ending 31 December 2015 until the conclusion of the next annual general meeting of the Company, and to authorize the Board to fix their remuneration.

### 3. THE AGM

The notice of AGM is set out on pages N-1 to N-2 of this circular. A proxy form for use at the AGM to be held at 2:00 p.m. on 16 June 2015 at 4th Floor, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC is enclosed. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form for use at the AGM in accordance with the instructions printed thereon and return the same to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) as soon as possible but in any event not less than 24 hours before the time fixed for holding the AGM or at any adjournment thereof. Completion and delivery of the said proxy form will not prevent you from attending, and voting in person at, the AGM or at any adjourned meeting if you so wish.

A reply slip for the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed reply slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC (for the holders of Domestic Shares only) not later than 20 days before the date of the AGM (i.e. on or before 27 May 2015) in accordance with the instructions printed thereon.

In the event that based on the written replies received from the Shareholders indicating that they intend to attend the AGM, the number of Shares with the voting rights as are held by the Shareholders who will the meeting represents not more than half of the total number of Shares with voting rights of the AGM, the Company shall within 5 days thereafter re-notify its Shareholders of the proposed matters for consideration at the AGM and the date and venue of the AGM. The AGM may be convened after such notice has been given.

#### **Closure of Register of Members of the Company**

The register of members of the Company will be closed from Friday, 15 May 2015 to Tuesday, 16 June 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of the H Shares together with the relevant Share certificates must be delivered to the Company's H Share registrar's transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on

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## LETTER FROM THE BOARD

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Thursday, 14 May 2015, and all transfers of the Domestic Shares together with the relevant Share certificates must be delivered to the Company's registered address at Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC no later than 4:30 p.m. on Thursday, 14 May 2015.

#### 4. RECOMMENDATIONS

The Board is of the view that the re-appointment of ShingWing China as the auditors of the Company for the year ending 31 December 2015 is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Zhang Yunxia**  
*Chairman*

\* *For identification purpose only*

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NOTICE OF AGM

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宝德科技集团股份有限公司

POWERLEADER SCIENCE & TECHNOLOGY GROUP LIMITED\*

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8236)**

**NOTICE OF AGM**

**NOTICE OF AGM NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Powerleader Science & Technology Group Limited (the “**Company**”) will be convened and held at 4th Floor, Powerleader Technology Research and Development Building, 3 Guanyi Road, Guanlan Hi-tech Industrial Park, Longhua New District, Shenzhen, the PRC on Tuesday, 16 June 2015 at 2:00 p.m., for the following purposes:

**Ordinary Resolutions**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2014;
2. To consider and approve the report of the committee of supervisors of the Company for the year ended 31 December 2014;
3. To consider and approve the audited financial statements of the Company for the year ended 31 December 2014;
4. To consider and approve the re-appointment of ShineWing Certified Public Accountants (信永中和會計師事務所(特殊普通合伙)) as the auditors of the Company for the year ending 31 December 2015, and to authorize the Board to fix their remuneration.

By Order of the Board  
**Powerleader Science & Technology Group Limited\***  
**Zhang Yunxia**  
*Chairman*

29 April 2015  
Shenzhen, the People's Republic of China

**Notes:**

1. The register of the members of the Company will be closed from 15 May 2015 to 16 June 2015 (both days inclusive) during which no transfer of shares will be registered during the period. Holders of domestic shares and H shares whose names appeared on

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## NOTICE OF AGM

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the register of the Company on or before 4:30 p.m. on 14 May 2015 are entitled to attend and vote at the AGM and may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.

2. In order to be valid, the signed form of proxy must be deposited by hand or by post, at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), or at the registered address of the Company (for holders of domestic shares) not less than 24 hours before the time for holding the AGM or any adjournment thereof. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
3. Shareholders or their proxies who intend to attend the AGM should complete the enclosed reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares) or to the registered address of the Company (for holders of domestic shares) on or before 27 May 2015. Please refer to the reply slip for details of the instructions.
4. Shareholders or their proxies shall produce their identity documents when attending the AGM.
5. The AGM is expected to last for one hour. Shareholders of the Company and their proxies attending the meeting shall be responsible for their own travel and accommodation expenses.
6. Details of the registered address of the Company are as follows:

Room 43A, 43rd Floor, Block C, Electronics Science & Technology Building, Shennan Road Central, Futian District, Shenzhen, the PRC

Tel: (86-755) 8328 7692

Fax: (86-755) 8327 3380

Postal Code: 518031

Contact person: Mr. Xu Yueming

7. As at the date of this notice, the Board comprises a total of 9 Directors, including Ms. Zhang Yunxia, Mr. Dong Weiping and Mr. Ma Zhumao as executive Directors, Mr. Li Ruijie, Mr. Sun Wei and Mr. Li Donglei as non-executive Directors and Mr. Chan Shiu Yuen Sammy, Dr. Guo Wanda and Mr. Jiang Baijun as independent non-executive Directors.